

Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.

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November 4, 2002

Ex Parte Notice

Marlene H. Dortch, Secretary
Federal Communications Commission
445 12th Street, SW
Washington, D.C. 20554

**Re: Applications for Consent to the Transfer of Control of Licenses from
Comcast Corporation and AT&T Corp., Transferors, to AT&T Comcast
Corporation, Transferee, MB Docket No. 02-70**

Dear Ms. Dortch:

On November 1, 2002, representatives of AT&T Corp. ("AT&T") and Comcast Corporation ("Comcast") met with Alexis Johns, Legal Advisor to Commissioner Copps. AT&T was represented by Mike Hammer of Willkie, Farr & Gallagher, and Comcast was represented by Jim Coltharp and Jim Casserly.

The presentation focused on the public interest benefits of Comcast's proposed merger with AT&T Broadband, as detailed in applicants' initial public interest statement (filed February 28), and the state of the record concerning those benefits, as summarized in applicants' reply comments (filed May 21). There was also a brief discussion of Comcast SportsNet and its distribution to competitors (also reflected in the reply comments and in subsequent ex parte reports) as well as Comcast's responses to MVPD competition in terms of pricing and value (likewise).

Pursuant to section 1.1206(b)(2) of the Commission's rules, this letter is being filed electronically with the Office of the Secretary. Copies of this letter are also being sent to Ms. Johns and the merger review team. Please let me know if you have any questions.

Sincerely,

James L. Casserly

cc: Alexis Johns
Erin Dozier

Royce D. Sherlock
Simon Wilkie

Roger D. Holberg
James R. Bird

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